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March 14, 1988

3/16/88
13.00
RECORDATION NO. 9797-B
MAR 15 1988 - 10 PM
INTERSTATE COMMERCE COMMISSION
Washington, D.C.

FEDERAL EXPRESS

Interstate Commerce Commission
12th Street and Constitution Avenue N.W.
Washington, D.C. 20423

Attn: Railroad Liens Unit
Room 2303

Secretary of Interstate Commerce Commission:

We are special counsel to Bankers Trust Company of California, National Association ("Bankers Trust"). On behalf of Bankers Trust, we have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations promulgated thereunder.

This document is an Agreement to Assign and Transfer Interest in Lease of Railroad Equipment, a secondary document, dated as of August 17, 1987 (the "Agreement").

The primary document to which this is connected is recorded under Recordation No. 9797.

We request that the Agreement be cross-indexed.

Secretary of Interstate Commerce Commission
March 14, 1988

2.

The names and addresses of the parties to the Agreement are as follows:

Assignor/Transferor

Wells Fargo Bank, National Association
343 Sansome Street, 11th Floor
San Francisco, California 94104
Attn: Jack W. Wetzels,
Vice President

Assignee/Transferee

Bankers Trust Company of California,
National Association
50 Fremont Street, 10th Floor
San Francisco, California 94105
Attn: Lawrence J. Bell,
Assistant Vice President

A description of the equipment covered by the Agreement follows:

One hundred seventy-seven (177) 100-ton hopper cars bearing Union Carbide Corporation, as lessee ("Lessee"), road numbers RAIX 57220-57396, inclusive, and two hundred forty-three (243) 100-ton tank cars bearing Lessee road numbers RAIX 2359-2369, 2540-2575, 2701-2717, 3001-3009, 3401-3456, 6577-6650, 8025-8059, and 9149-9153, all inclusive.

A fee of \$10 is enclosed, as required by 49 C.F.R. §1177.3(c). Please return the original and any extra copies not needed by the Commission for recordation to the undersigned at Brobeck, Phleger & Harrison, One Market Plaza, Spear Street Tower, San Francisco, California 94105.

A short summary of the document to appear in the

Union Carbide Corporation, as lessee ("Lessee"), road numbers RAIX 57220-57396, inclusive, and two hundred forty-three (243) tank cars bearing Lessee road numbers RAIX 2359-2369, 2540-2575, 2701-2717, 3001-3009, 3401-3456, 6577-6650, 8025-8059, and 9149-9153, all inclusive; and

FURTHERMORE, Wells Fargo and Bankers Trust hereby agree that this Agreement should be recorded with the ICC in accordance with Section 11303 of Title 49 of the United States Code, and the regulations promulgated thereunder.

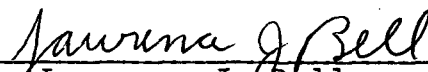
WELLS FARGO BANK,
NATIONAL ASSOCIATION

[SEAL]


By: Jack W. Wetzel
Title: Vice President

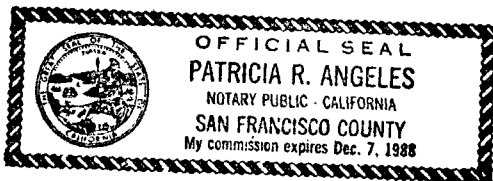
BANKERS TRUST COMPANY OF
CALIFORNIA, NATIONAL ASSOCIATION

[SEAL]


By: Lawrence J. Bell
Title: Assistant Vice President

State of California)
) ss
County of San Francisco)

On this 9th day of March, 1988
before me personally appeared Jack W. Wetzel to me personally known, who being by me duly sworn, says that he is the Vice President of Wells Fargo Bank, National Association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Patricia R. Angeles
Notary Public

My Commission
Expires on December 7, 1988

State of California)
) ss
County of San Francisco)

On this 23rd day of February, ^{1988 DJW}~~1987~~

before me personally appeared Lawrence J. Bell, to me personally known, who being by me duly sworn, says that he is the Assistant Vice President of Bankers Trust Company of California, National Association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Daniel J. Nerney
Notary Public

My Commission
Expires on May 20, 1991

